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Before the FEDERAL COMMUNICATIONS COMMISSION Washington, D.C. 20554

CC DG .02.59

In the Matter of)		
Telecommunication Systems of New Hampshire, Inc.))) &.	FCC/MELLON	MAR 1 3 2002
For Transfer of Control of)		· - ·
Telecommunication Systems of)		
New Hampshire, Inc.)		
As the holder of Blanket Authorization)		
Under Section 214 of the Communications)		
Act of 1934, as Amended, to Resell the)		
Provision of Switched, Private Line,)		
Data, Television and Business Services)		
To Domestic, Interstate Points)		

APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC BLANKET SECTION 214 AUTHORITY

Telecommunication Systems of New Hampshire, Inc. ("TSNH" or "Transferor") and Telephone and Data Systems, Inc. ("Transferee" or "TDS") hereby seek authorization to transfer control of the blanket Section 214 authorizations held by TSNH and its subsidiaries — which include Hollis Telephone Company, Inc., and Wilton Telephone Company, Inc. — pursuant to Section 63.01 of the Commission's Rules, to provide domestic switched, private line, data, television and business services to all interstate points through the resale of existing facilities of authorized U.S. common carriers.

No. of Copies rec'd ______ List ABCDE There will be no adverse effect upon competition in the provision of domestic, interstate telecommunications services as the result of the proposed transfer of control. The subject transfer of control is part of a transaction by which WH Acquisition Corp. ("WH"), a wholly owned subsidiary of TDS, will merge with and into TSNH, and then the shares of the "new" TSNH will be contributed to TDS's wholly owned subsidiary TDS Telecommunications Corporation, leaving TSNH a wholly owned indirect subsidiary of TDS. The consideration for the merger will be the payment of cash by TDS to TSNH shareholders in exchange for their shares in TSNH. Thus, TSNH's subsidiaries will also become wholly owned indirect subsidiaries of TDS. In support of this request, the applicants submit the following information:

(a) Name and Address of Transferor

Telecommunication Systems of New Hampshire, Inc. 148 Main Street P.O. Box 419 Wilton, NH 03086 Telephone: (603) 654-3601

Name and Address of Transferee:

Telephone and Data Systems, Inc. 30 North LaSalle Street, Suite 4000 Chicago, IL 60602 Telephone: (312) 630-1900

- (b) Transferor is a corporation organized under the laws of the State of New Hampshire.
- (c) All correspondence on behalf of the Transferor should be sent to:

Stuart S. Draper President Telecommunication Systems of New Hampshire, Inc. 148 Main Street P.O. Box 419 Wilton, NH 03086 Telephone: (603) 654-3601

with a copy to:

Richard A. Samuels, Esq. McLane, Graf, Raulerson & Middleton, Professional Association 900 Elm Street P.O. Box 326 Manchester, NH 03105-0326 (603) 628-1470

All correspondence on behalf of the Transferee should be sent to:

Scott Williamson Senior Vice President Acquisitions and Corporate Development Telephone and Data Systems, Inc. 30 North LaSalle Street, Suite 4000 Chicago, IL 60602 Telephone: (312) 630-1900

with a copy to:

Peter M. Connolly Holland & Knight LLP 2099 Pennsylvania Avenue, N.W. Suite 100 Washington, DC 20006 (202) 862-5989

(d) Statement of previously received Section 214 authority:

TSNH and its Hollis and Wilton subsidiaries do not currently hold international Section 214 authority.

Transferee is engaged in the business of acquiring and operating, as a holding company, telephone and other companies primarily in the communications industry. Multiple subsidiary companies held by TDS currently hold Section 214 authority.

- (e) TSNH owns and operates facilities in the state of New Hampshire.
- (f) Transferee ownership:

The following information is current as of February 28, 2001 except as otherwise noted. All individuals listed are U.S. citizens unless otherwise specified.

Series A Common Shares

There are 6,875,567 Series A Common Shares of Telephone and Data Systems, Inc. ("TDS") outstanding. This stock has ten votes per share and has the voting power to elect 75% less one of the TDS Board of Directors and thus controls TDS. A voting trust, formed to facilitate long-standing relationships among the trust's certificate holders, became effective on June 30, 1989, and beneficially owns 6,355,215 Series A Common Shares (92.4% of class). Trustees of the voting trust include the following: (i) LeRoy T. Carlson, Jr., c/o Telephone and Data Systems, Inc. 30 North LaSalle, Suite 4000, Chicago, Illinois 60602, President, Chief Executive Officer and Director of TDS and the son of LeRoy T. Carlson, founder and Chairman of TDS; (ii) Walter C.D. Carlson, c/o Sidley, Austin, Brown & Wood, Bank One Plaza, 10 South Dearborn, Chicago, Illinois 60603, the non-executive Chairman of the Board of Directors of TDS, and a practicing attorney with the law firm of Sidley, Austin, Brown & Wood in Chicago and a son of LeRoy T. Carlson; (iii) Letitia

G. Carlson, c/o Telephone and Data Systems, Inc., 30 North LaSalle, Suite 4000, Chicago, Illinois 60602, a Director of TDS, a physician and a daughter of LeRoy T. Carlson; and (iv) Prudence E. Carlson, c/o Telephone and Data Systems, Inc., 30 North LaSalle, Suite 4000, Chicago, Illinois 60602, an independent writer and art critic and daughter of LeRoy T. Carlson. Under the terms of the voting trust, the trustees hold and vote the Series A Common Shares held in the trust. If the voting trust were terminated, Margaret D. Carlson (wife of LeRoy T. Carlson), LeRoy T. Carlson, Jr., Walter C.D. Carlson, Letitia G.C. Carlson, Prudence E. Carlson, and Donald C. Nebergall, c/o Telephone and Data Systems, Inc., 30 North LaSalle, Suite 4000, Chicago, Illinois 60602, as trustee under certain trusts for the benefit of the children of LeRoy T. Carlson, would each be deemed to own beneficially more than 5% of the outstanding Series A Common Shares. Margaret D. Carlson, c/o Telephone and Data Systems, Inc., 30 North LaSalle, Suite 4000, Chicago, Illinois, 60602, beneficially owns an aggregate of 635,800 Series A Common Shares (9.2% of class) in such voting trust and has sole voting power with respect to 52,009 Series A Common Shares outside of the voting trust. LeRoy T. Carlson, Jr. beneficially owns 1,035,940 Series A Common Shares (15.1% of class) which are held in the voting trust and 12,046 Series A Common Shares outside of the voting trust. Walter C.D. Carlson beneficially owns 1,071,005 Series A Common Shares (15.6% of class) in the voting trust and 838 Series A Common Shares outside of the voting trust. Letitia G. Carlson beneficially owns 1,061,307 Series A Common Shares (15.4% of class) which are held in the voting trust and 905 Series A Common Shares outside of the voting

trust. Prudence E. Carlson beneficially owns 1,001,729 Series A Common Shares (14.6% of class) in the voting trust, and has sole voting power with respect to 194,718 Series A Common Shares outside of the voting trust. Collectively the trusts of which Mr. Nebergall is trustee, beneficially own 648,481 Series A Common Shares (9.4% of class) which are held in the voting trust. In addition, 273 Series A Common Shares held in the voting trust for the benefit of Mr. Nebergall and Mr. Nebergall has sole power with respect to 1,003 Series A Common Shares held outside of the voting trust.

TDS Common Shares

There were 51,862,641 Common Shares of TDS outstanding as of February 28, 2001. Based on the most recent Schedules 13D or 13G filings made with the Securities and Exchange Commission: Gabelli Funds, Inc., One Corporate Center, Rye, New York 10580, held 6,343,525 Common Shares (12.2% of class) for the benefit of investors representing 5.3% voting interests in TDS. Franklin Mutual Advisers, Inc. 51 John F. Kennedy Parkway, Short Hills, New Jersey 07078, held 4,170,575 Common Shares (8.0% of class) for the benefit of investors representing less than 5% of the voting interests in TDS.

Preferred Stock

There were 76,965 shares of Preferred Stock of TDS outstanding as of February 28, 2001. Bennet Miller, Lafayette, Indiana, 47095, owns 30,000 shares (39% of class) of the Preferred Shares of TDS. Adelene M. Lewis, London, Kentucky 40741 owns 12,000 (15.6% of class) of the Preferred Shares of TDS. Marlene Click,

Dayton, Ohio 45458, owns 11,417 (14.8% of class) of the Preferred Shares of TDS. Edward A. Mattingly, Kentucky 40744 owns 7,000 (9.1% of class) of the Preferred Shares of TDS. E.L. Davenport, Apple Valley, California 92307 owns 5,804 shares (7.5 of the class) of the Preferred Shares of TDS. Farber Telephone Company, Farber, MO 63345, owns 4,200 shares (5.5% of the class) of the Preferred Shares of TDS.

- (g) Transferee certifies that it is not itself a foreign carrier and is not affiliated with a foreign carrier.
- (h) Transferee certifies that, to the best of its knowledge, information and belief, neither Transferee nor any party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.
- (i) The purchase of TSNH by TDS will promote efficient, high-quality services and competition in local and long distance telephone services in New Hampshire.

TDS was founded in 1969 with the purchase of ten small telephone carriers in Wisconsin. Over the years, TDS has grown as a landline carrier in large part by acquiring many small ILECs and developing economies of scale in equipment procurements, operations, financing and other areas. TDS conducts its ILEC operations through 108 ILEC subsidiaries, ranging in size from about 500 to 67,000 access lines.

TDS currently operates one ILEC¹ in New Hampshire through its wholly owned subsidiary TDS Telecom, Inc., Kearsarge Telephone Company ("Kearsarge"). Kearsarge provides service to 10,467 access lines in the following exchanges:

Andover:

1,417 access lines (Merrimack County)

New London:

4,367 access lines (Merrimack County)

Salisbury:

1,053 access lines (Merrimack County)

Boscawen:

1,134 access lines (Merrimack County)

Chichester:

1,838 access lines (Merrimack County)

Meriden:

858 access lines (Sullivan County)

TDS provides no CLEC service in New Hampshire and no CLECs operate within its service areas. See attached map (Attachment A) depicting TDS's service areas in New Hampshire.

According to the FCC's Common Carrier Bureau, as of December 31, 2000, New Hampshire had a total of 805,143 ILEC access lines and 52,137 CLEC access lines, for a total of 857,280 access lines.²

¹ On January 10, 2002 TDS and MCT, Inc. filed a transfer of control application requesting Commission authority to transfer the domestic and international authorizations held by MCT and its subsidiaries, See Public Notice, "Commission Seeks Comment on Applications for Consent to Transfer of Control Filed by MCT, Inc. and Telephone and Data Systems, Inc.," CC Docket No. 02-9, DA 02-273, released February 6, 2002. MCT is an ILEC operating in New Hampshire. Upon Commission grant and subsequent consummation of that transaction, TDS subsidiaries will serve an additional 18,863 access lines in various New Hampshire exchanges.

See FCC News Release "Federal Communications Commission Releases Latest Data on Local Telephone Competition," released May 21, 2001, Table 6. We would note that carriers with fewer than 10,000 access lines were not required to report data to the FCC, so these figures are probably low, given that there are 11 telephone companies in the state, some with few exchanges. A list of New Hampshire telephone companies is furnished as Attachment B.

Thus TDS serves approximately 1.3% of the ILEC access lines and 1.2% of the total access lines in the state, in which the dominant wireline carrier is Verizon.

TSNH currently serves 7,492 access lines through its Hollis Telephone Company and Wilton Telephone Company subsidiaries, in the following exchanges:

Hollis:

3,845 access lines (Hillsborough County)

Wilton:

3,647 access lines (Hillsborough County)

Its service areas are also depicted on the attached map (Attachment A). As is shown on the attached map, TSNH's Hollis and Wilton service areas do not overlap those of the TDS Telecom companies, nor do they overlap MCT service areas. TSNH does not have a CLEC and no CLECs operate within its service areas.

TSNH does, however, provide domestic long distance service to its customers through its subsidiaries under the trade name Wilton Long Distance/Hollis Long Distance. TSNH also provides paging service to seven customers.

Thus, upon consummation of this transaction, TDS will serve approximately 17,959 access lines in New Hampshire, or approximately 2.305% of the ILEC access lines and 2.095% of the total access lines in the state.³

The exchanges involved in this transaction are predominantly small and rural. The average number of lines per TDS exchange in the state is 1,744. The average number of lines in the TSNH exchanges is 3,746.

³ Upon consummation of the MCT transaction and this transaction, TDS will serve approximately 36,822 access lines in New Hampshire, or approximately 4.573% of the ILEC access lines and 4.295% of the total access lines in the state

TSNH does not provide cellular or PCS service to its customers. TDS's controlled affiliate, United States Cellular Corporation ("US Cellular"), does provide cellular service through subsidiaries in the following New Hampshire counties: Hillsborough; Coos, Grafton, Sullivan, Cheshire, Carroll, Belknap, and Merrimack. As noted above, TDS Telecom's telephone exchanges are located in Sullivan and Merrimack counties, and TSNH's exchanges are located in Hillsborough County.

US Cellular and TDS Telecom, though commonly owned, operate separately and do not market their services jointly. TDS Telecom uses entirely separate facilities from US Cellular. The companies also brand their services separately and use entirely separate billing services.

Moreover, TSNH's customers comprise a minuscule proportion of the population of US Cellular's service areas in New Hampshire. The total population of the counties served by US Cellular in New Hampshire is 846,194,4 and as noted above, TSNH serves 7,492 access lines in one of those counties, Hillsborough, representing .885% of the total population. Thus, acquisition of those customers by TDS Telecom would not affect any future decision by US Cellular to offer fixed wireless services or other services directly competitive with wireline services in its New Hampshire market area.

US Cellular does not now offer fixed wireless services and has no present plans to offer such services, in any case. Moreover, the FCC has never considered the provision of cellular and wireline service by commonly owned but separate

Source: US Census Bureau, Census 2000 Redistricting Data Summary File.

affiliates in the same market to be anticompetitive or undesirable. Indeed, wireline cellular licenses were originally assigned to local wireline carriers to encourage precisely such cross ownerships.

Also, US Cellular itself is subject to stringent wireless competition. In Hillsborough County, for example, US Cellular competes with Verizon Wireless (cellular), AT&T Wireless (PCS), Sprint (PCS), and Nextel (enhanced SMR), with additional PCS systems scheduled to begin operation in 2002. "Churn" is a constant in the wireless industry, an industry which is marked, in any case, by steadily declining prices. The acquisition of a relatively few additional telephone customers by US Cellular's telephone affiliate would thus not confer any market power on US Cellular to raise prices which could be used in a manner adverse to the public interest.

TDS Telecom and TSNH do not now compete in any New Hampshire telephone ILEC exchange and TDS Telecom has no plans to offer CLEC service in New Hampshire. Given TSNH's and TDS's small size and market presence in the state, and the number of other wireline and wireless competitors in the state, the proposed merger will not reduce the level of competition in any relevant market, and will, in fact strengthen TDS's ability to compete against the larger ILECs, CLECs and long distance carriers serving New Hampshire.

In the Matter of Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993; Annual Report and Analysis of Competitive Market Conditions With Respect to Commercial Mobile Services, Sixth Report 16 FCC Rcd. 13350 (2001)

In addition, the combination will achieve economies of scale and scope that would not otherwise have been available to TSNH, and will certainly result in improved competitive efficiency.

The transaction is in the public interest.

For the foregoing reasons, the applicants respectfully request that the Commission grant the authority requested in this application.

Respectfully submitted,

Date:	Telecommunication Systems of New Hampshire, Inc. By: Many Mape Name: Stunt S. Danen Title: Justit
	Telephone and Data Systems, Inc.
	By:
	Name:
	Title:
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WAS1#1061073 v1	

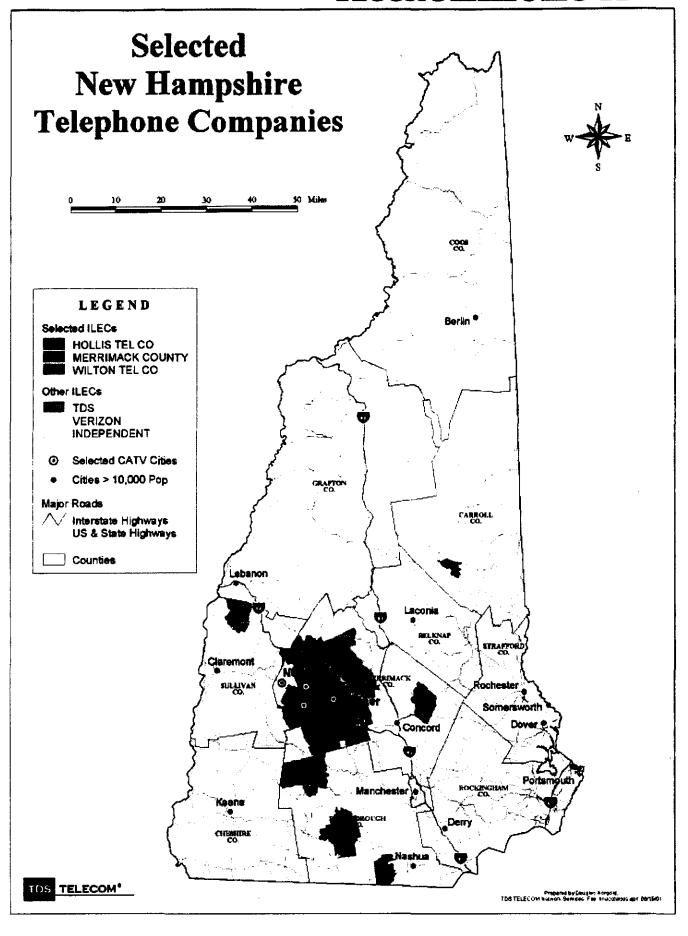
Respectfully submitted,

	Telecommunication Systems of New Hampshire, Inc.
	Ву:
	Name:
	Title:
Date:	
	Telephone and Data Systems, Inc.
	By: frotoll lle
	Name: SCOTT HIWILLIAMSON Title: SR. VICE PRESIDENT
	Title: SR. VICE PRESIDENT

Date: March 11, 2002

WAS1 #1061073 v1

Attachment A



New Hampshire Public Utilities Commission Companies Regulated by or Registered with NHPUC

Note to the Companies

If you are a public utility authorized by the New Hampshire Public Utilities Commission and you would like a link from our site to yours, simply e-mail your request to gleblanc@ouc.state.nh.us along with the appropriate Information (your company name, mailing address, customer phone # and website address). We will be happy to edd your name to this list.

Company Name	Address	Telephone #	Internet Information	
Bretton Woods Telephone Co	Mount Washington Place 34 Hannah Loop Bretton Woods NH 03575	803-278-9911		
Chichester Telephone Co Inc See Keerserge Telephone Co.	- '	603-798-9911	www.tdstelecom.com	
Contoccook Valley Telephone Co See Merrimack County Tel. Co.	-	603-464-9911		
Dixville Telephone Co	Rte 26 Dixville Notch NH 03576	603-255-3400		
Ounbarton Telephone Co	2 Stark Hwy South Dunbarton NH 03045	603-774-9911		
Granite State Telephone Co	600 S Stark Hwy PO Box 87 Weare NH 03281	603-529-9911	www.gstelephone.com	
Hollis Telephone Co	PO Box 419 Wilton NH 03086	603-465-9911	· ····	
Kearsarge Telephone Co cquired Chichester Telephone Co. Inc. and feriden Telephone Co.	173 Main St New London NH 03257	603-526-9911	www.tdstelecom.com	
deriden Telephone Co ee Kearsarge Telephone Co.	-	603-469-9911	www.tdstelecom.com	
terrimack County Telephone Co cquired Contocoock Valley Telephone Co.	3 Kearsarge Ave Contoccook NH 03229	603-746-9911	www.mctel.com/	
forthland Telephone Co	2401 Congress St Portland Me 04102	207-874-6002 1-800-455-5642		
Inion Telephone Co	13 Central St Farmington NH 03835	603-859-3700		
erizon	Ste 1923 900 Elm St Manchester NH 03101	1-800-474-9999	www.verizon.com	
litton Telephone Co	PO Box 519 Wilton NH 03086	603-654-9911		
elephone - CLECs (Competit	ive Local Exchange Carrier)			
ompany Name	Address	Telephone #	Internet Information	

CCCNH, Inc. d/b/a Total Connect!			www.connect.com		
Choice One Communications	25 Sundlal Ava Manchester NH 03103	603-644-3488	choiceonecom.com		
Global NAPs, inc.	10 Merrymount Road Quincy, MA 02189	617-507-5100	www.gnaps.com		
Lightship Telecom	One Executive Park Drive Bedford NH 03110	1-877-378-7238	www.lightship.net		
@Link Networks, Inc. f/k/a Dakota Services Ltd.	361 Centennial Parkway, Suite 250 Louisville, CO 80027	1-888-375-9750	www.atlinknetworks.com		
Network Plus, Inc.	41 Pacella Park Drive Randolph MA 02368	Toll Free: 800-552-4114 FAX: 800-552-4201	www.networkplus.com .		
PaeTec Communications, Inc.	290 Woodcliff Drive Fairport, NY 14450	Tel: 716-340-2528 Fax: 716-340-2563	www.paetec.com		

LAW Offices HOLLAND & KNIGHT LLP

2099 Pennsylvania Avenue, N.W. Suite 100 Washington, D.C. 20006-6801

202-955-3000 FAX 202-955-5564 www.hkiaw.com

March 13, 2002

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Tolgo

PETER M. CONNOLLY 202-862-5989

Internet Address: pconnoll@hklaw.com

VIA CAPITAL FILING SPECIALISTS

Federal Communications Commission Common Carrier Network Services P.O. Box 358145 Pittsburgh, PA 15251-5145

Re:

Application to Transfer Domestic Blanket

Section 214 Authority

Dear Sirs:

Herewith transmitted, on behalf of Telecommunication Systems of New Hampshire, Inc. ("TSNH"), the transferor, and Telephone and Data Systems, Inc., the transferee, is an application, filed pursuant to Section 63.01 of the FCC's Rules, to transfer control of the blanket Section 214 authority held by TSNH and its subsidiaries. Also transmitted is the required fee form and filing fee.

In the event there are questions pertaining to the transferee's portion of the application, please contact the undersigned. In the event there are questions about the transferor's portion, please contact Alan Gutzmer, McLane Graf, Raulerson and Middleton, 900 Elm Street, Manchester, NH 03105 (603-628-1325).

Very truly yours,

Péter M. Connolly

(w/encl.): Alan Gutzmer, Esq.

bc: (w/encl.):

Steve Fitzell Deborah Juneau Scott Williamson

WAS1 #1066468 v1

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